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ELIAS C. ALVORD (1942)  
ELLSWORTH C. ALVORD (1964)

OF COUNSEL  
URBAN A LESTER

SURFACE TRANSPORTATION BOARD

December 28, 2011

Ms. Cynthia T. Brown  
Chief of the Section of Administration  
Office of Proceedings  
Surface Transportation Board  
395 "E" Street, S W  
Washington, D.C. 20423

Dear Ms. Brown:

Enclosed for recordation pursuant to the provisions of 49 U.S.C Section 11301(a) are two (2) copies of a Recordable Release, dated as of December 28, 2011, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Second Amended and Restated Security Agreement and related documents previously filed with the Board under Recordation Number 27949.

The names and addresses of the parties to the enclosed document are:

Agent: Credit Suisse, New York Branch  
Eleven Madison Avenue  
New York, New York 10010

Collateral Agent: Wilmington Trust Company  
Rodney Square North  
1100 North Market Street  
Wilmington, Delaware 19890-0001

[Borrower: Trinity Rail Leasing Warehouse Trust  
(formerly known as Trinity Rail Leasing Trust II)  
2525 Stemmons Freeway  
Dallas, Texas 75207]

Ms. Cynthia T. Brown  
December 28, 2011  
Page 2

A description of the railroad equipment covered by the enclosed document is  
253 railcars within the following series.

CNA 409137 - CNA 409276 (except CNA 409174, CNA 409198 and CNA  
409232)  
TILX 135970 - TILX 135985  
TILX 254590 - TILX 254689

A short summary of the document to appear in the index is:

Recordable Release.

Also enclosed is a check in the amount of \$41 00 payable to the order of the  
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Edward M. Luria

EML/bhs  
Enclosures

RECORDATION NO. 27949-N  
FILED

DEC 28 '11 -1 2 0 PM

**Recordable Release**

**SURFACE TRANSPORTATION BOARD**

December 28, 2011

This instrument (this "Release") is being entered into and delivered in connection with (i) the Second Amended and Restated Warehouse Loan Agreement dated as of May 29 2009, among Trinity Industries Leasing Company ("TILC"), Trinity Rail Leasing Warehouse Trust ("TRLWT"), as borrower, Credit Suisse, New York Branch ("CSNYB"), as agent, (CSNYB in such capacity, the "Agent"), Wilmington Trust Company ("WTC"), as Collateral Agent (WTC in such capacity, the "Collateral Agent") and as Depositary, and the Lenders party thereto from time to time (the "Warehouse Loan Agreement"); and (ii) the Second Amended and Restated Security Agreement dated as of May 29, 2009, among TRLWT, the Agent and the Collateral Agent (the "Warehouse Security Agreement")

WTC as Collateral Agent currently holds, pursuant to the Warehouse Security Agreement, a security interest granted by TRLWT in the railcars described on the supplements to the Warehouse Security Agreement (such railcars, together with TRLWT's right, title and interest in all components, parts and accessions to such cars and in all equipment attached or related thereto, and all manufacturer's warranties outstanding in connection therewith, being the "Railcars") and the related leases thereof described on the supplements to the Warehouse Security Agreement (the "Leases") (the Railcars and Leases being the "Assets"), to secure TRLWT's obligations under the Warehouse Loan Agreement. CSNYB as Agent consents to TRLWT's disposition of the Assets by sale on or about the date hereof to TLP Rail Trust I ("TLPRTI"). WTC as Collateral Agent and CSNYB as Agent, by their respective signatures on this Release, hereby confirm and agree, without recourse to or warranty by the Collateral Agent, the Agent or the Protected Parties (within the meaning of the Warehouse Security Agreement), for the benefit of TRLWT and TLPRTI (and its successor and assigns), that all of the Collateral Agent's or Agent's right, title and interest in and to the Assets, whether held pursuant to the Warehouse Security Agreement or otherwise, is released and of no further effect.

[signatures follow]

The undersigned have each executed and delivered this Release as of the date first written above

**CREDIT SUISSE/NEW YORK BRANCH,**  
as Agent

By: \_\_\_\_\_

Name: **Scott Corman**  
Title: **Managing Director**

By: \_\_\_\_\_

Name: **David Center**  
Title: **Vice President**

**WILMINGTON TRUST COMPANY, as**  
Collateral Agent

By: \_\_\_\_\_

Name:  
Title:

The undersigned have each executed and delivered this Release as of the date first written above.

**CREDIT SUISSE, NEW YORK BRANCH,**  
as Agent

By: \_\_\_\_\_  
Name:  
Title:

By: \_\_\_\_\_  
Name:  
Title:

**WILMINGTON TRUST COMPANY, as**  
Collateral Agent

By: \_\_\_\_\_  
Name: Jose L. Paredes  
Title: Assistant Vice President

ACKNOWLEDGMENT

STATE OF New York )  
COUNTY OF Richmond )

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Scott Corman, who upon oath, acknowledged himself to be a Managing Director of CREDIT SUISSE, NEW YORK BRANCH, and that s/he as such officer being authorized to do so, executed the foregoing Release for the purposes therein contained by signing the name of the entity by her/himself as such officer of CREDIT SUISSE, NEW YORK BRANCH.

WITNESS my hand and official seal this 23 day of December, 2011.

Notary Public

Sandra Neal Woodard

MY COMMISSION EXPIRES.

STATE OF New York )  
COUNTY OF Richmond )

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared David Center, who upon oath, acknowledged himself to be a Vice President of CREDIT SUISSE, NEW YORK BRANCH, and that s/he as such officer being authorized to do so, executed the foregoing Release for the purposes therein contained by signing the name of the entity by her/himself as such officer of CREDIT SUISSE, NEW YORK BRANCH

WITNESS my hand and official seal this 23 day of December, 2011

Notary Public

Sandra Neal Woodard

MY COMMISSION EXPIRES:

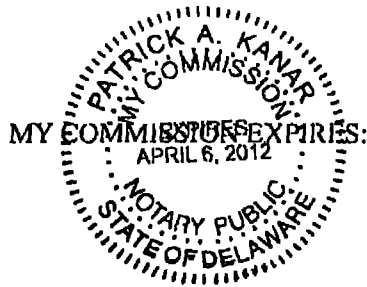
**SANDRA NEAL WOODARD**  
Notary Public, State of New York  
No. 01WO4721913  
Qualified in Richmond County  
Commission Expires July 31, 2014

ACKNOWLEDGMENT

STATE OF Delaware )  
COUNTY OF New Castle )

BEFORE ME, a Notary Public of the State and County aforesaid, personally appeared Josa L. Paredes, who upon oath, acknowledged himself to be a **Assistant Vice President** of WILMINGTON TRUST COMPANY, and that s/he as such officer being authorized to do so, executed the foregoing Release for the purposes therein contained by signing the name of the entity by her/himself as such officer of WILMINGTON TRUST COMPANY.

WITNESS my hand and official seal this 27 day of December, 2011.



Notary Public

A handwritten signature of Patrick A. Kanar in black ink.

**PATRICK A. KANAR**  
**Notary Public - State of Delaware**  
**My Comm. Expires April 6, 2012**

# Schedule 1

## Railcars

<u>ID</u>	<u>Asset Mark</u>	<u>Lessee Number</u>	<u>Invoice Date</u>	<u>Car Type</u>
1	CNA 409137	2821	1/26/2001	Freight
2	CNA 409138	2821	1/26/2001	Freight
3	CNA 409139	2821	1/26/2001	Freight
4	CNA 409140	2821	1/17/2001	Freight
5	CNA 409141	2821	1/29/2001	Freight
6	CNA 409142	2821	1/17/2001	Freight
7	CNA 409143	2821	1/17/2001	Freight
8	CNA 409144	2821	1/29/2001	Freight
9	CNA 409145	2821	1/26/2001	Freight
10	CNA 409146	2821	1/17/2001	Freight
11	CNA 409147	2821	1/22/2001	Freight
12	CNA 409148	2821	1/29/2001	Freight
13	CNA 409149	2821	1/22/2001	Freight
14	CNA 409150	2821	1/26/2001	Freight
15	CNA 409151	2821	1/26/2001	Freight
16	CNA 409152	2821	1/17/2001	Freight
17	CNA 409153	2821	1/17/2001	Freight
18	CNA 409154	2821	1/26/2001	Freight
19	CNA 409155	2821	1/29/2001	Freight
20	CNA 409156	2821	1/29/2001	Freight
21	CNA 409157	2821	1/17/2001	Freight
22	CNA 409158	2821	1/29/2001	Freight
23	CNA 409159	2821	1/26/2001	Freight
24	CNA 409160	2821	1/29/2001	Freight
25	CNA 409161	2821	1/29/2001	Freight
26	CNA 409162	2821	1/22/2001	Freight
27	CNA 409163	2821	1/22/2001	Freight
28	CNA 409164	2821	1/22/2001	Freight
29	CNA 409165	2821	1/22/2001	Freight
30	CNA 409166	2821	1/22/2001	Freight
31	CNA 409167	2821	1/22/2001	Freight
32	CNA 409168	2821	3/30/2001	Freight
33	CNA 409169	2821	4/27/2001	Freight
34	CNA 409170	2821	4/17/2001	Freight
35	CNA 409171	2821	3/30/2001	Freight
36	CNA 409172	2821	3/30/2001	Freight
37	CNA 409173	2821	3/30/2001	Freight
38	CNA 409175	2821	4/27/2001	Freight
39	CNA 409176	2821	3/30/2001	Freight
40	CNA 409177	2821	4/27/2001	Freight
41	CNA 409178	2821	4/17/2001	Freight
42	CNA 409179	2821	4/17/2001	Freight
43	CNA 409180	2821	3/30/2001	Freight
44	CNA 409181	2821	4/17/2001	Freight



45	CNA 409182	2821	4/9/2001	Freight
46	CNA 409183	2821	4/17/2001	Freight
47	CNA 409184	2821	4/17/2001	Freight
48	CNA 409185	2821	3/30/2001	Freight
49	CNA 409186	2821	4/17/2001	Freight
50	CNA 409187	2821	4/17/2001	Freight
51	CNA 409188	2821	3/30/2001	Freight
52	CNA 409189	2821	3/30/2001	Freight
53	CNA 409190	2821	3/30/2001	Freight
54	CNA 409191	2821	3/30/2001	Freight
55	CNA 409192	2821	4/17/2001	Freight
56	CNA 409193	2821	4/9/2001	Freight
57	CNA 409194	2821	3/30/2001	Freight
58	CNA 409195	2821	3/30/2001	Freight
59	CNA 409196	2821	4/9/2001	Freight
60	CNA 409197	2821	4/9/2001	Freight
61	CNA 409199	2821	4/17/2001	Freight
62	CNA 409200	2821	4/17/2001	Freight
63	CNA 409201	2821	4/27/2001	Freight
64	CNA 409202	2821	3/30/2001	Freight
65	CNA 409203	2821	3/30/2001	Freight
66	CNA 409204	2821	4/17/2001	Freight
67	CNA 409205	2821	3/30/2001	Freight
68	CNA 409206	2821	3/30/2001	Freight
69	CNA 409207	2821	3/30/2001	Freight
70	CNA 409208	2821	3/30/2001	Freight
71	CNA 409209	2821	3/30/2001	Freight
72	CNA 409210	2821	3/30/2001	Freight
73	CNA 409211	2821	3/30/2001	Freight
74	CNA 409212	2821	3/30/2001	Freight
75	CNA 409213	2821	4/9/2001	Freight
76	CNA 409214	2821	4/9/2001	Freight
77	CNA 409215	2821	3/30/2001	Freight
78	CNA 409216	2821	4/17/2001	Freight
79	CNA 409217	2821	3/30/2001	Freight
80	CNA 409218	2821	4/17/2001	Freight
81	CNA 409219	2821	3/30/2001	Freight
82	CNA 409220	2821	4/9/2001	Freight
83	CNA 409221	2821	3/30/2001	Freight
84	CNA 409222	2821	4/9/2001	Freight
85	CNA 409223	2821	4/17/2001	Freight
86	CNA 409224	2821	3/30/2001	Freight
87	CNA 409225	2821	3/30/2001	Freight
88	CNA 409226	2821	3/30/2001	Freight
89	CNA 409227	2821	3/30/2001	Freight
90	CNA 409228	2821	4/27/2001	Freight
91	CNA 409229	2821	3/30/2001	Freight
92	CNA 409230	2821	3/30/2001	Freight
93	CNA 409231	2821	4/17/2001	Freight
94	CNA 409233	2821	3/30/2001	Freight

95	CNA 409234	2821	3/30/2001	Freight
96	CNA 409235	2821	3/30/2001	Freight
97	CNA 409236	2821	3/30/2001	Freight
98	CNA 409237	2821	3/30/2001	Freight
99	CNA 409238	2821	3/30/2001	Freight
100	CNA 409239	2821	3/30/2001	Freight
101	CNA 409240	2821	3/30/2001	Freight
102	CNA 409241	2821	3/30/2001	Freight
103	CNA 409242	2821	3/30/2001	Freight
104	CNA 409243	2821	3/30/2001	Freight
105	CNA 409244	2821	4/17/2001	Freight
106	CNA 409245	2821	3/30/2001	Freight
107	CNA 409246	2821	4/17/2001	Freight
108	CNA 409247	2821	3/30/2001	Freight
109	CNA 409248	2821	4/17/2001	Freight
110	CNA 409249	2821	3/30/2001	Freight
111	CNA 409250	2821	3/30/2001	Freight
112	CNA 409251	2821	3/30/2001	Freight
113	CNA 409252	2821	3/30/2001	Freight
114	CNA 409253	2821	3/30/2001	Freight
115	CNA 409254	2821	3/30/2001	Freight
116	CNA 409255	2821	3/30/2001	Freight
117	CNA 409256	2821	3/30/2001	Freight
118	CNA 409257	2821	3/30/2001	Freight
119	CNA 409258	2821	4/17/2001	Freight
120	CNA 409259	2821	3/30/2001	Freight
121	CNA 409260	2821	3/30/2001	Freight
122	CNA 409261	2821	3/30/2001	Freight
123	CNA 409262	2821	4/17/2001	Freight
124	CNA 409263	2821	4/9/2001	Freight
125	CNA 409264	2821	4/27/2001	Freight
126	CNA 409265	2821	4/17/2001	Freight
127	CNA 409266	2821	4/9/2001	Freight
128	CNA 409267	2821	4/17/2001	Freight
129	CNA 409268	2821	4/17/2001	Freight
130	CNA 409269	2821	4/17/2001	Freight
131	CNA 409270	2821	4/17/2001	Freight
132	CNA 409271	2821	4/17/2001	Freight
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134	CNA 409273	2821	4/17/2001	Freight
135	CNA 409274	2821	4/17/2001	Freight
136	CNA 409275	2821	4/27/2001	Freight
137	CNA 409276	2821	4/17/2001	Freight
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139	TILX135971	6022	2/9/2011	Tank
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141	TILX135973	6022	2/15/2011	Tank
142	TILX135974	6022	3/14/2011	Tank
143	TILX135975	6022	2/9/2011	Tank
144	TILX135976	6022	1/31/2011	Tank

145	TILX135977	6022	2/7/2011	Tank
146	TILX135978	6022	1/31/2011	Tank
147	TILX135979	6022	1/31/2011	Tank
148	TILX135980	6022	2/10/2011	Tank
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151	TILX135983	6022	2/10/2011	Tank
152	TILX135984	6022	2/15/2011	Tank
153	TILX135985	6022	2/28/2011	Tank
154	TILX254590	82512	5/17/2011	Tank
155	TILX254591	82512	5/17/2011	Tank
156	TILX254592	82512	5/24/2011	Tank
157	TILX254593	82512	5/17/2011	Tank
158	TILX254594	82512	5/20/2011	Tank
159	TILX254595	82512	5/24/2011	Tank
160	TILX254596	82512	6/3/2011	Tank
161	TILX254597	82512	5/17/2011	Tank
162	TILX254598	82512	5/24/2011	Tank
163	TILX254599	82512	5/24/2011	Tank
164	TILX254600	82512	5/23/2011	Tank
165	TILX254601	82512	5/26/2011	Tank
166	TILX254602	82512	5/20/2011	Tank
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171	TILX254607	82512	5/20/2011	Tank
172	TILX254608	82512	5/26/2011	Tank
173	TILX254609	82512	5/26/2011	Tank
174	TILX254610	82512	5/26/2011	Tank
175	TILX254611	82512	5/31/2011	Tank
176	TILX254612	82512	6/3/2011	Tank
177	TILX254613	82512	6/3/2011	Tank
178	TILX254614	82512	5/31/2011	Tank
179	TILX254615	82512	6/3/2011	Tank
180	TILX254616	82512	6/3/2011	Tank
181	TILX254617	82512	5/31/2011	Tank
182	TILX254618	82512	6/3/2011	Tank
183	TILX254619	82512	6/3/2011	Tank
184	TILX254620	82512	6/3/2011	Tank
185	TILX254621	82512	6/8/2011	Tank
186	TILX254622	82512	6/7/2011	Tank
187	TILX254623	82512	6/7/2011	Tank
188	TILX254624	82512	6/7/2011	Tank
189	TILX254625	82512	6/7/2011	Tank
190	TILX254626	82512	6/7/2011	Tank
191	TILX254627	82512	6/7/2011	Tank
192	TILX254628	82512	6/7/2011	Tank
193	TILX254629	82512	6/9/2011	Tank
194	TILX254630	82512	6/9/2011	Tank

195	TILX254631	82512	6/9/2011	Tank
196	TILX254632	82512	6/8/2011	Tank
197	TILX254633	82512	6/8/2011	Tank
198	TILX254634	82512	6/9/2011	Tank
199	TILX254635	82512	6/8/2011	Tank
200	TILX254636	82512	6/14/2011	Tank
201	TILX254637	82512	6/10/2011	Tank
202	TILX254638	82512	6/14/2011	Tank
203	TILX254639	82512	6/9/2011	Tank
204	TILX254640	82512	6/14/2011	Tank
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206	TILX254642	82512	6/14/2011	Tank
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208	TILX254644	82512	6/14/2011	Tank
209	TILX254645	82512	6/14/2011	Tank
210	TILX254646	82512	6/21/2011	Tank
211	TILX254647	82512	6/14/2011	Tank
212	TILX254648	82512	6/14/2011	Tank
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215	TILX254651	82512	6/16/2011	Tank
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217	TILX254653	82512	6/16/2011	Tank
218	TILX254654	82512	6/21/2011	Tank
219	TILX254655	82512	6/23/2011	Tank
220	TILX254656	82512	6/21/2011	Tank
221	TILX254657	82512	6/21/2011	Tank
222	TILX254658	82512	6/14/2011	Tank
223	TILX254659	82512	6/21/2011	Tank
224	TILX254660	82512	6/21/2011	Tank
225	TILX254661	82512	6/29/2011	Tank
226	TILX254662	82512	6/21/2011	Tank
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228	TILX254664	82512	6/21/2011	Tank
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235	TILX254671	82512	6/29/2011	Tank
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237	TILX254673	82512	6/29/2011	Tank
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240	TILX254676	82512	6/29/2011	Tank
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242	TILX254678	82512	6/29/2011	Tank
243	TILX254679	82512	6/30/2011	Tank
244	TILX254680	82512	6/29/2011	Tank

245	TILX254681	82512	6/30/2011	Tank
246	TILX254682	82512	6/29/2011	Tank
247	TILX254683	82512	6/29/2011	Tank
248	TILX254684	82512	6/30/2011	Tank
249	TILX254685	82512	6/29/2011	Tank
250	TILX254686	82512	6/30/2011	Tank
251	TILX254687	82512	6/29/2011	Tank
252	TILX254688	82512	6/30/2011	Tank
253	TILX254689	82512	6/30/2011	Tank

**Schedule 2**

**Leases**

<b><u>Lessee Number</u></b>	<b><u>Lessee</u></b>	<b><u>Rider Number</u></b>
2821	CANADIAN NATIONAL RAILWAY CO	3
6022	INTERNATIONAL CHEMICAL CO	4
82512	PBF HOLDING CO LLC	5

CERTIFICATION

I, Edward M Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document

Dated 12-28-11

Edward M Luria  
Edward M Luria